



**Egyptian Stock Exchange  
Disclosure Department**

**“Greetings and after**

We have the honour to transmit to you herewith the summary of the General Assembly's extraordinary resolutions, held at 3 p.m. on Thursday, 31/10/2024, which read as follows:

**Mr. Chairman and President of the Extraordinary General Assembly** reviewed the company's offer to acquire a maximum of 133 million shares of United Housing and Development Company shares by swapping shares without the cash option according to the swap factor 3 shares of Cairo Housing and Development Company will be exchanged for one share of United Housing and Development Company shares.

His Excellency stated that the report prepared by Elite Financial Consulting Company on the securities of the Independent Financial Adviser (restricted to the General Financial Supervision Authority) concluded that the fair value of the Cairo Housing and Construction Stock was Pound 3.03.

After review and discussion, the following decisions were taken: -

**Item one : Approve the increase of the source capital of Cairo Housing and Construction Company to implement its purchase offer to acquire a maximum of 133 million shares of United Housing and Development Company shares by swapping shares without the cash option and in accordance with the swap factor of 3 shares of Cairo Housing and Development Company against one share of United Nations Housing and Development Company.**

**The issuance of a maximum of 399 million shares with a fair value of 3.03 pounds (a nominal value of 50 pounds per share plus a premium of 2.53 pounds per share) in accordance with the following decisions.**

**Resolution**

The extraordinary General Assembly unanimously approved the increase of the exported and paid capital of Cairo Housing and Construction Company from 448181972 Egyptian pounds and a maximum of 647.681.972 Egyptian pounds to implement our purchase offer to acquire a maximum of 133 million shares of United Nations Housing and Construction Company by swapping shares without the cash option and in accordance with the swap factor of 3 shares of Cairo Housing and Construction Company for one share of United Nations Housing and Development Company.

Issuing a maximum of 399 million shares with a fair value of 3.03 pounds per share (A nominal value of 50 sharks per share plus an allowance of 2.53 EGP per share) equivalent to EGP 1208970000 (a nominal value of EGP 199500000 and a issuance allowance of EGP 1009470000) (without realizing the priority rights of old shareholders) The increase is allocated to specific persons in accordance with the following resolutions. This item was voted on unanimously by the shares present and having the right to vote (after the votes of Pioneers Properties for Urban Development - the main contributor and associated group in accordance with article 32 of Act No. 95 of 1992).

المركز الرئيسي

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تلفون : 0228133814

فرع الاسكندرية

العنوان: المنشقى الإداري - سوهاج

تلفون: 034253995-034248433



**Item Two: Approve the issuance of capital raising shares without the realization of the shareholders' priority rights up to a maximum of 162491799 shares allocated to associated group members responding to the offer of purchase.**

**Resolution**

The extraordinary General Assembly unanimously agreed that Wade Consulting would (a member of the associated group) to respond to the offer of purchase by selling a maximum number of 54163933 shares of shares owned by United Housing and Age Company and the same terms, prices and exchange coefficient incoming the offer of purchase, against a maximum allocation of 162491799 shares with a fair value of 3.03 pounds per share equivalent to 492350150.97 pounds (is a nominal value of EGP 81245899.50 and allowance for issuance of EGP 411104251.47) of capital raising shares allocated to Wadi Consulting Company (without the realization of shareholders' priority rights) in the light of the number of shares that will respond to it in the offer of purchase.

This item was voted on unanimously by the shares present and having the right to vote (after the votes of Wadi Consulting, the main shareholder and the associated group were excluded in accordance with article 32 of Act No. 95 of 1992).

**Item three : Approve the issuance of capital raising shares without realizing the priority rights of old shareholders up to a maximum of 236508201 shares allocated to the main shareholder/Pioneers Properties Urban Development Company in light of the number of shares it will use to exchange shares responding to Cairo Housing and Construction Company's purchase offer on United Housing and Development Company shares.**

**Resolution**

The extraordinary General Assembly unanimously approved the allocation of a maximum of 236508201 shares of capital increase shares to the main shareholder Pioneers Properties Urban Development Company without realizing the priority rights of the old shareholders at a fair value of 3.03 pounds per share equivalent to 716619849.03 pounds (is a nominal value of EGP 118254100.50 and allowance of 598365748.53) in light of the number of shares owned by Cairo Housing and Construction Equity Company that will be used by Pioneers Properties for Urban Development to exchange shares that are responsive to the offer of purchase and that are owned by United Housing and Construction Company shareholders (non-associated group).

This item was voted on unanimously by the shares present and having the right to vote (after the votes of Pioneers Properties for Urban Development - the main contributor and associated group in accordance with article 32 of Law No. 95 of 1992)

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**Item four : Authorize the Board of Directors to determine the value of the capital increase issued in the light of the number of shares responding to the offer of purchase.**

**Resolution**

The extraordinary General Assembly unanimously approved the Governing Council's mandate to determine the value of the capital increase issued in the light of the number of shares responding to the offer of purchase and the credits due as a result of the execution of the offer of purchase as follows:

-Credits due to the principal shareholder Pioneers Properties Urban Development Company equal to the fair value (nominal value plus issuance premium) of the same number of shares that will be used in its exchange with shareholders responding to the offer of purchase in accordance with the terms, prices and parameters of the exchange received with the offer of purchase.

-The credit balance owed to Wadi Consulting Company (a member of the associated group) which is equal to the fair value of the shares sold by Wadi Consulting Company through the offer of purchase in accordance with the terms, prices and coefficient of exchange contained in the offer of purchase.

This item was voted on unanimously by the shares present and having the right to vote (after the votes of Pioneers Properties for Urban Development - the main contributor and associated group in accordance with article 32 of Act No. 95 of 1992).

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**Item Five: Authorization of the Board of Directors to amend articles 6 and 7 of the Company's statutes**

**Resolution**

The extraordinary General Assembly unanimously approved the mandate of the Board of Directors to amend articles 6 and 7 of the Company's statute in the light of the value of capital increase exported.

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**Item Six: Granting of authorizations for the adoption of the record.**

**Resolution**

- The Extraordinary General Assembly unanimously approved the authorization of the Chairman of the Board of Directors or his delegate to make all amendments deemed by the General Authority for Investment and Free Zones and the General Authority for Financial Control to the minutes of the extraordinary General Assembly meeting so that the Assembly's decisions can be implemented.
- The Extraordinary General Assembly approved the authorization of Professor Ahmed Hussein and Professor Abdullah Mahmoud Mahdi Hasanin together or alone to adopt and receive the minutes of the extraordinary General Assembly and the amendment contract from the General Authority for Investment and Free Zones and to take all necessary legal measures before the General Authority for Financial Control and EgypIndustries.

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المقرن الرئيسي

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• The Extraordinary General Assembly agreed to authorize Mr. Ahmed Hussein Ahmed Hussein and Mr. Abdullah Mahmoud Mahdi Hassanein, jointly or individually, to approve and receive the minutes of the Extraordinary General Assembly and the amendment contract from the General Authority for Investment and Free Zones and to take all necessary legal measures before the Bar Association and before The Real Estate Registration Department, documenting and signing the amendment contract before the Real Estate Registry, publishing the amendment contract in the investment newspaper, And take all necessary legal measures before the General Authority for Financial Supervision, the Egyptian Stock Exchange, the Misr Clearing, Depository and Central Registration Company, the Chamber of Commerce, the Federation of Egyptian Industries, the General Authority for Export and Import Control, and the Commercial Register until the content of the minutes of the Extraordinary General Assembly is notarized and the amendment contract is entered into the Commercial Register.

Please accept, with the highest respect and appreciation\*\*\*

investor relations manager

Ahmed Hussein Ahmed



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